

DEC 28 '10 -10 45 AM

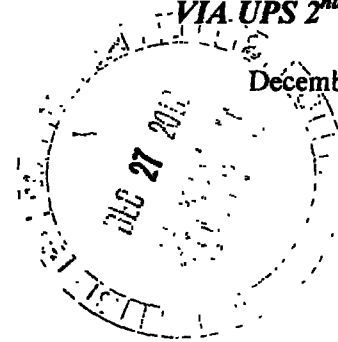
SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

December 22, 2010



Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 6, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company
2650 Lou Menk Drive
1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for eighty five (85) hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(BNSF192)

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ASSGN. NO. BNSF192

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

5th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of December, 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Full Service Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended as of April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 133 to the Lease (the "Rider"), as described more particularly therein and on Exhibit A attached hereto, effective as of October 9, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: John J. ThomasTitle: President

By: Susan Grotulsky
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 9th day of December 2010.

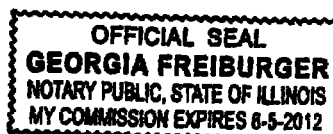
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of December, 2010[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

BNSF RAILWAY COMPANY

By: Richard A. Margl

Name: RICHARD A. MARGL

Title: AVP Carload Equipment

ATTEST:

By: Jeffrey T. Williams

Name: JEFFREY T. WILLIAMS

Title: ASSISTANT SECRETARY Executed on this 6th day of December, 2010.

[CORPORATE SEAL]



STATE OF TEXAS

COUNTY OF TARRANT

I, Loralee M. Surin, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of December, 2010.

Loralee M. Surin
Notary Public

Commission Expires:

Nov 13, 2011
(Notary Public)

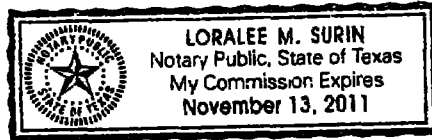


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-five (85)

DESCRIPTION OF CARS: Open top hopper cars, as more fully detailed under Section II,
Description of Cars in Rider No. 133.

CAR NUMBERS:

FURX 932201	FURX 932227	FURX 932251	FURX 932274	FURX 932297
FURX 932202	FURX 932230	FURX 932255	FURX 932275	FURX 932298
FURX 932203	FURX 932231	FURX 932257	FURX 932276	FURX 932299
FURX 932205	FURX 932232	FURX 932258	FURX 932277	FURX 932300
FURX 932208	FURX 932233	FURX 932260	FURX 932278	FURX 932302
FURX 932210	FURX 932235	FURX 932261	FURX 932281	FURX 932304
FURX 932212	FURX 932237	FURX 932262	FURX 932283	FURX 932305
FURX 932213	FURX 932238	FURX 932263	FURX 932284	FURX 932306
FURX 932214	FURX 932239	FURX 932264	FURX 932285	FURX 932307
FURX 932217	FURX 932240	FURX 932265	FURX 932286	FURX 932308
FURX 932218	FURX 932242	FURX 932266	FURX 932287	FURX 932310
FURX 932219	FURX 932245	FURX 932267	FURX 932288	FURX 932311
FURX 932220	FURX 932246	FURX 932268	FURX 932290	FURX 932313
FURX 932221	FURX 932247	FURX 932269	FURX 932291	FURX 932314
FURX 932224	FURX 932248	FURX 932270	FURX 932292	FURX 932315
FURX 932225	FURX 932249	FURX 932271	FURX 932294	FURX 932317
FURX 932226	FURX 932250	FURX 932273	FURX 932295	FURX 932318